

UNION PACIFIC RAILROAD COMPANY

165 NORTH CANAL STREET
FLOOR 8-SOUTH
CHICAGO, ILLINOIS 60606
(FAX) 312-559-6018



RECORDATION NO. 14846-E FILED 1425
DEC 11 1995 - 1 45 PM
INTERSTATE COMMERCE COMMISSION

December 8, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D. C. 20423-0001

RE: CONDITIONAL SALE AGREEMENT NO. 3 DATED AS OF SEPTEMBER 1, 1985 BETWEEN GENERAL MOTORS CORPORATION (ELECTRO-MOTIVE DIVISION), BUILDER, AND MERIDIAN TRUST COMPANY, NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS OWNER-TRUSTEE UNDER THE TRUST AGREEMENT NO. 1 DATED AS OF THE DATE HEREOF 11-1/2% CONDITIONAL SALE INDEBTEDNESS DUE AUGUST 1, 2000 (COVERING 15 GMC-EMD SD-50 DIESEL ELECTRIC LOCOMOTIVES)

Dear Mr. Williams:

Enclosed are three originals of a Statement of New Numbers relative to the above-referenced agreement for recording at the ICC. The recordation number assigned was 14846. Please file this document as a sub-filing and assign the next sub-letter to such Statement of New Numbers. The names and addresses of the parties to this transaction are as follows:

Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

Meridian Trust Company
35 North Sixth Street
Reading, Pennsylvania 19603

Enclosed is our check in the amount of \$_____ to cover your recording fee. Please keep one counterpart and return the other counterparts showing your recordation data.

Very truly yours,

Jan D. Nash

Jan D. Nash
Legal Assistant

STATEMENT OF NEW NUMBERS

DEC 11 1995 - 1 45 PM

INTERSTATE COMMERCE COMMISSION

In accordance with the terms of the Conditional Sale Agreement No. 3 dated as of September 1, 1985, for 11½ percent conditional sale indebtedness due August 1, 2000, covering 15 GMC EMD SD-50 diesel electric locomotives between General Motors Corporation (Electro-Motive Division), Builder, and Meridian Trust Company, not in its individual capacity but solely as Owner-Trustee under the Trust Agreement No. 3 entered into under and in accordance with the Participation Agreement No. 3 among Chicago and North Western Transportation Company as Lessee, Mercantile-Safe Deposit Trust Company as Agent, Meridian Trust Company as Trustee, Vendee, and Manufacturers Hanover Leasing Corp. as Owner and various investors, dated as of September 1, 1985, as filed and recorded with the Interstate Commerce Commission on November 18, 1995, and assigned Recordation Number 14846, the following equipment is to be renumbered as follows:

PRESENT CNW NUMBERNEW UP NUMBER

7000	5060
7001	5061
7002	5062
7003	5063
7004	5064
7006	5066
7007	5067
7008	5068
7009	5069
7010	5070
7011	5071
7013	5073
7029	5089
7032	5092
7033	5093

UNION PACIFIC RAILROAD COMPANY
successor in interest by
merger to Chicago and North
Western Railway Company, f/k/a
Chicago and North Western
Transportation Company

BY: 

Mack H. Shumate, Jr.
General Attorney

ATTEST:

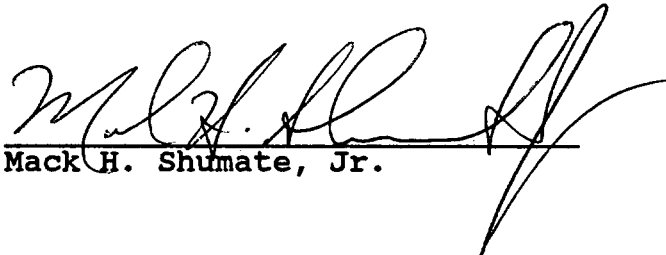
BY: 

Jan D. Nash
Legal Assistant

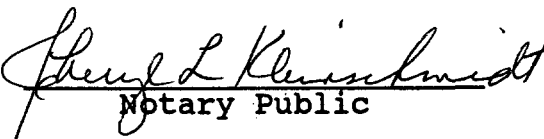
ACKNOWLEDGMENT

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

Mack H. Shumate, Jr., being duly sworn, states that he has read the foregoing statement, knows the contents thereof, and that the same are true and correct to the best of his knowledge, information and belief.


Mack H. Shumate, Jr.

SUBSCRIBED AND SWORN TO
before me this 8th day
of December, 1995.


Notary Public

